

**AMENDMENT ONE TO
INTERCONNECTION AGREEMENT**

THIS AMENDMENT amends an Interconnection Agreement executed by and among Public Utility District No. 1 of Chelan County, Washington (hereinafter referred to as the “*District*”), Alcoa Power Generating Inc. (“*APGI*”) and Alcoa Inc. (“*Former Alcoa*”) dated January 19, 2010 (the “*Original Interconnection Agreement*”). The Parties to this Amendment One to Interconnection Agreement are the District, APGI and Alcoa Corp. (“*New Alcoa*”). Former Alcoa has assigned its rights under the Original Interconnection Agreement to New Alcoa and is not a party to this Amendment.

RECITALS

The District, APGI and Alcoa, Inc. entered into the Original Interconnection Services Agreement in connection with a New Power Sales Agreement and a Long-Term Transmission Agreement, each as defined therein, to provide power for use at the aluminum reduction operations in Chelan County known as Wenatchee Works.

Alcoa, Inc. (“*Former Alcoa*”) has undergone a restructuring pursuant to which Former Alcoa has conveyed its worldwide aluminum operations, including the Wenatchee Works, to Alcoa Corp. and has assigned to Alcoa Corp its rights and obligations under the Original Interconnection Agreement. The District has consented to such assignment, subject to Alcoa Corp’s assumption of Former Alcoa’s obligations under the Original Interconnection Agreement and the satisfaction of certain other conditions. Alcoa Corp has agreed to assume and perform such obligations and wishes to continue the interconnection for use at Wenatchee Works pursuant to the conditions of the Original Interconnection Agreement.

The District, Alcoa Corp. and APGI have entered into an Amended and Restated Power Sales Agreement dated _____, 2016. For purposes of this Amendment One to the Original Interconnection Agreement, the Amended and Restated Power Sales Agreement is referenced as the “*New Power Sales Agreement*.” Further, the term “*Alcoa*” as used in the Original Interconnection Agreement refers to Alcoa Corp. and APGI as described below.

NOW, THEREFORE, in recognition of the foregoing recitals which are hereby incorporated into this Amendment One and in consideration of the covenants of the Parties, the Parties agree as follows:

1. “*Alcoa*” as used in the Original Interconnection Service Agreement shall mean New Alcoa and APGI as the context requires pursuant to Section 2.01 of the Original Interconnection Agreement.

2. “*New Power Sales Agreement*” defined in the Original Interconnection Agreement shall be amended to mean that certain Amended and Restated Power Sales Agreement executed by the District, Alcoa Corp. and APGI, effective as of _____, 2016.”

3. “*Transmission Agreement*” as defined in the Original Interconnection Agreement shall be amended to mean the Long-Term Transmission Service Agreement executed on

July 14, 2008, as amended by Amendment One to Transmission Agreement among APGI, New Alcoa and the District, effective as of _____, 2016.

4. Except as specifically provided herein, the terms and provisions of the Original Interconnection Services Agreement are hereby reaffirmed and shall remain in full force and effect. The Parties acknowledge that no other amendment or modification to the Original Interconnection Agreement, whether oral or in writing, has been made.

5. This Amendment One may be executed in any number of counterparts and by the Parties on separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

6. The individual signing this Amendment One on behalf of a Party warrants that he/she has the authority to bind the Party.

PUBLIC UTILITY DISTRICT NO. 1
OF CHELAN COUNTY

ALCOA CORP.

By: _____
Title: _____
Date: _____

By: _____
Title: _____
Date: _____

ALCOA POWER GENERATING, INC. (APGI)

By: _____
Title: _____
Date: _____

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